

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1954)

ROBERT W. ALVORD
CHARLES T. KAPPLER
JOHN H. DOYLE
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

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ALVORD AND ALVORD

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RECORDATION NO.

FILED 1425

OF COUNSEL
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DEC 28 1989 - 10 05 AM

December 28, 1989

9-362A023

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

DEC 28 1989 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) fully executed original copies each of five (5) related primary documents described as 1) Assignment and Purchase Agreement (1989-I) dated as of December 1, 1989 ("Assignment I"), 2) Assignment and Purchase Agreement (1989-II) dated as of December 1, 1989 ("Assignment-II"), 3) Memorandum of Trust Indenture and Security Agreement dated as of December 1, 1989 ("Security Agreement"), 4) Memorandum of Trust Agreement dated as of December 1, 1989 ("Trust Agreement") and 5) Memorandum of Equipment Lease dated as of December 1, 1989 ("Lease").

The names and addresses of the parties to the enclosed documents are:

New No. - A
Assignment I and Assignment II

Assignor: Occidental Chemical Corporation
Occidental Tower
5005 LBJ Freeway
Dallas, TX 75244

Assignee: The Connecticut National Bank
777 Main Street, MSN 238
Hartford, CT 06115

Security Agreement:

Owner Trustee: The Connecticut National Bank
777 Main Street, MSN 238
Hartford, CT 06115

Indenture Trustee: Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
Baltimore, MD 21201

* Two copies of documents 1) and 2).

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Trust Agreement:

- C Trustor: Ford Motor Credit Company
c/o United States Capital Equipment
Fairlane Plaza South, Suite 700
330 Town Center Drive
Dearborn, MI 48126

Trustee: The Connecticut National Bank
777 Main Street, MSN 238
Hartford, CT 06115

Lease

- D Lessor: The Connecticut National Bank, as Owner Trustee
777 Main Street, MSN 238
Hartford, CT 06115

Lessee: Occidental Chemical Corporation
Occidental Tower
5005 LBJ Freeway
Dallas, TX 75244

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of ^{#75}~~\$60~~ payable to the order of the Interstate Commerce Commission covering the required recordation fee.

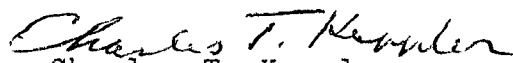
Kindly return stamped copies of the enclosed documents not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

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A short summary of the enclosed documents to appear in the Commission's Index is:

Assignment and Purchase Agreement (1989-I)
between Occidental Chemical Corporation
("Occidental"), Assignor, and The Connecticut
National Bank, Owner Trustee ("CNB");
Assignment and Purchase Agreement (1989-II)
between Occidental, Assignor, and CNB;
Memorandum of Trust Indenture and Security
Agreement between CNB" and Mercantile-Safe
Deposit and Trust Company, Indenture Trustee;
Memorandum of Trust Agreement between Ford
Motor Credit Company, Trustor, and CNB; and
Memorandum of Equipment Lease between CNB,
Lessor, and Occidental, Lessee, each dated as
of December 1, 1989, covering railcars.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosures

DEC 28 1989 -10 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF TRUST AGREEMENT

THIS MEMORANDUM OF TRUST AGREEMENT is made and entered into as of the 1st day of December, 1989 by and between Ford Motor Credit Company ("Trustor"), having its principal office at c/o United States Capital Equipment, Fairlane Plaza South, Suite 700, 330 Town Center Drive, Dearborn, Michigan 48126, and The Connecticut National Bank ("Trustee"), having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115:

WITNESSETH:

Pursuant to a Trust Agreement dated as of December 1, 1989, Trustor has authorized Trustee to establish a trust for the benefit of Trustor for the purposes of acquiring, owning and leasing the equipment described in Appendix A hereto.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

FORD MOTOR CREDIT COMPANY,
as Trustor

By: Christie S. McNab
Name: Christie S. McNab
Title: Authorized Agent

THE CONNECTICUT NATIONAL BANK,
not in its individual capacity
but solely as Owner Trustee,
as Trustee

By: W. R. Munroe
Name: W. R. MUNROE
Title: Trust Officer

STATE OF MICHIGAN)
) SS.
COUNTY OF WAYNE)

BEFORE ME, the undersigned notary, on this day personally appeared Christie S. McNab, to me personally known or so proven to be, who, being by me duly sworn, says that she is an Authorized Agent of Ford Motor Credit Company, a Delaware corporation ("Trustor"), that the above Memorandum of Trust Agreement was signed on behalf of the Trustor by authority of the Board of Directors of Trustor and she acknowledged that the execution of the foregoing Memorandum of Trust Agreement was the free act and deed of the said Trustor.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11th day of December, 1989.


NOTARY PUBLIC

[SEAL]

My Commission Expires:

DEANNA M. ROWE

Notary Public, Wayne County, Mich

My Commission Expires July 27, 1993

Date

State of Connecticut)
County of Hartford) ss.

BEFORE ME, the undersigned notary, on this day personally appeared W. B. MUNROE, to me personally known or so proven to be, who, being by me duly sworn, says that he/she is a Trust Officer of The Connecticut National Bank, ("Trustee"), that the above Memorandum of Trust Agreement was signed on behalf of the Trustee by authority of the Board of Directors of Trustee and he/she acknowledged that the execution of the foregoing Memorandum of Trust Agreement was the free act and deed of the said Trustee.

12th GIVEN UNDER MY HAND AND SEAL OF OFFICE, this day of December, 1989.

Roberta Cross
NOTARY PUBLIC

[SEAL]

My Commission Expires:

ROBERTA CROSS
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1992

Date

Appendix A

SCHEDULE A

1155 Rail Cars as follows:

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>
242	Trinity Industries, Inc.	OCPX 70401 - OCPX 70642
349	Union Tank Car Company	HOKX 111351 - HOKX 111699
514	ACF Industries, Inc.	HOKX 132401 - HOKX 132914
50	Gulf Railcar, Inc.	HOKX 111301 - HOKX 111350